

EXHIBIT A



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Memorandum

To: Eddy Parker (eparker@aicpa.org)
From: Robert Reilly (rfreilly@willamette.com)
Date: April 29, 2008
Subject: SSVS and Critiques of Opposing Expert Valuations

The question of the valuation analyst's responsibility with respect to the review and critique of opposing expert valuations has come before the valuation standards subcommittee ("the subcommittee") several times. The context of the question consistently relates to a litigation or a similar controversy situation. Within this context, the CPA valuation analyst is asked to review, critique, or otherwise challenge the valuation analysis and report prepared by the opposing valuation expert.

The question that is consistently asked to the subcommittee is: does SSVS apply to such a review and critique engagement? Alternatively, the question is: can the valuation analyst perform a review appraisal, as that term is defined by the Uniform Standards of Professional Appraisal Practice (USPAP), and still comply with SSVS?

The subcommittee has studied these related questions several times. First, the subcommittee considered all of the provisions of SSVS. Second, the subcommittee conferred with the original framers of SSVS.

Based on these procedures, it is the unanimous opinion of the subcommittee that:

1. a valuation analyst can perform a review and critique of an opposing expert's valuation analysis and report.
2. such a review and critique assignment is not covered by SSVS.
3. it was never the intention of the SSVS framers that SSVS cover such review and critique assignments.
4. SSVS does not have a provision that corresponds to USPAP Standards Rule 3 (related to review appraisals).
5. A valuation analyst can perform a USPAP-compliant review appraisal and not violate SSVS. This is because SSVS does not cover the review appraisal engagement.

The subcommittee does have one caution related to the valuation analyst who performs a review and critique assignment. If the valuation analyst reaches his or her own valuation conclusion, then the SSVS valuation engagement standards do apply. That is, the valuation analyst can critique the opposing expert's

data sources, research procedures, approaches and methods, mathematics and logic, report consistency and clarity, etc.

The valuation analyst can also correct the opposing expert's analysis (for any reason) and indicate corrected values. However, once the valuation analyst concludes that a corrected value indication (or any value indication) represents his or her opinion of value, then the SSVS valuation development standards apply.

Since such a review and critique assignment is prepared for litigation purposes, the SSVS reporting standards do not apply (i.e., the SSVS litigation reporting exception does apply).

The subcommittee hopes that this discussion is helpful to the AICPA member who is asked to perform a review and critique of an opposing expert valuation within a litigation context.